

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BNY ESI & Co., Inc.		08/22/2002	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	BNY Brokerage Inc.
Street Address:	1633 Broadway
City:	New York
State/Country:	NEW YORK
Postal Code:	10019
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3		
Property Type	Number	Word Mark
Registration Number:	1986650	ESI
Registration Number:	1491482	ESI
Registration Number:	2285978	FULL VALUE BROKERAGE

CORRESPONDENCE DATA	
Fax Number:	(212)699-0256
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	212-790-7206
Email:	ibtannen@jonesday.com
Correspondent Name:	Jones Day
Address Line 1:	222 East 41st Street
Address Line 4:	New York, NEW YORK 10017-6702

ATTORNEY DOCKET NUMBER:	402213-999001
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NAME OF SUBMITTER:	Ilene B. Tannen
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Total Attachments: 3
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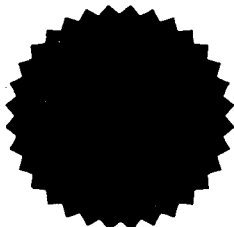
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "BNY ESI & CO., INC.", CHANGING ITS NAME FROM "BNY ESI & CO., INC." TO "BNY BROKERAGE INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF OCTOBER, A.D. 2002, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2803176 8100

020613419

AUTHENTICATION: 2016360

DATE: ~~TRADE~~ MARK

REEL: 002829 FRAME: 0077

RESTATED

CERTIFICATE OF INCORPORATION

OF

BNY ESI & Co., Inc.

BNY ESI & Co., Inc., a Delaware corporation (the "Corporation"), does hereby certify that:

FIRST: The current name of the Corporation is "BNY ESI & Co., Inc." The Corporation was originally incorporated under the name BNY Brokerage Holdings I, Inc. The date of filing of the original Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware was October 1, 1997.

SECOND: This Restated Certificate of Incorporation (the "Certificate") amends and restates in its entirety the present Certificate of Incorporation of the Corporation. This Certificate has been duly adopted and approved by the Board of Directors of the Corporation by unanimous written consent in lieu of a meeting thereof in accordance with the provisions of Sections 141(f), 242 and 245 of the General Corporation Law of the State of Delaware and by the Stockholders of the Corporation by written consent in lieu of a meeting thereof in accordance with the provisions of Sections 228(a), 242 and 245 of the General Corporation Law at the State of Delaware.

THIRD: This Certificate shall become effective immediately upon its filing with the Secretary of State of the State of Delaware.

FOURTH: Upon filing of this Certificate, the name of the Corporation shall be changed to BNY Brokerage Inc.

FIFTH: Upon the filing with the Secretary of State of the State of Delaware of this Certificate, the Certificate of Incorporation of the Corporation shall be amended and restated in its entirety to read as set forth on Exhibit A attached hereto.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by a duly authorized officer this 22nd

day of August, 2002 and hereby affirms that the facts stated herein are true.

BNY ESI & Co., Inc.

By: Patricia A. Bicket
Name: Patricia A. Bicket
Title: Secretary